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LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

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**SURFACE TRANSPORTATION BOARD**  
600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

February 10, 2012

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment and Assumption Agreement, a primary document, dated as of December 31, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Assignment and Assumption Agreement are:

Assignor:

Wisconsin & Southern Railroad Company  
5300 North 33rd Street  
Milwaukee, WI 53209

Assignees:

Wisconsin & Southern Railroad, LLC  
Watco Transportation Services, LLC  
Watco Companies, LLC  
315 West 3rd Street  
Pittsburg, KS 66762

A description of the equipment covered by the Assignment and Assumption Agreement consists of one Nordco Anchor Applicator Model F, bearing serial number 680291 (including Unit 5 tooling) and one Nordco Spike Driver Model CX, bearing serial number 410567 (including cab enclosure, jackstands and bulk loader).

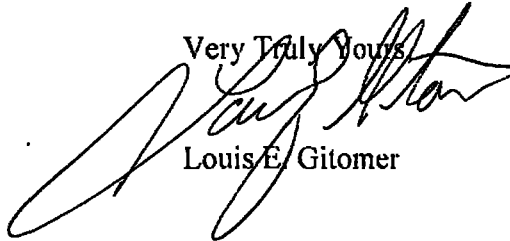
Ms. Cynthia T. Brown  
February 10, 2012  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
[Lou@lgraillaw.com](mailto:Lou@lgraillaw.com)

A short summary of the document to appear in the index follows: an Assignment and Assumption Agreement between Wisconsin & Southern Railroad Company, 5300 North 33rd Street, Milwaukee, WI 53209, and Wisconsin & Southern Railroad, LLC, Watco Transportation Services, LLC, and Watco Companies, LLC, 315 West 3rd Street, Pittsburg, KS 66762, covering one Nordco Anchor Applicator Model F, bearing serial number 680291 (including Unit 5 tooling) and one Nordco Spike Driver Model CX, bearing serial number 410567 (including cab enclosure, jackstands and bulk loader).

Very Truly Yours

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosure

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**ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Assignment and Assumption Agreement is dated as of December 31, 2011 (the "Agreement") between Wisconsin & Southern Railroad Co. (for itself and as successor by merger to Northern Rail Car Leasing, Inc.), as Assignor, and Wisconsin & Southern Railroad, L.L.C., Watco Companies, LLC and Watco Transportation Services, L.L.C. as Assignees.

Assignor, as lessee, and Banc of America Leasing and Capital, LLC, successor by merger to LaSalle National Leasing Corporation, as Lessor, entered that certain Master Railcar Lease Agreement dated as of May 28, 2003, Equipment Schedule No. 2 dated as of December 10, 2003, and Equipment Schedule No. 3 dated as of July 1, 2004 (together the "Lease"), for one Nordco Anchor Applicator Model F, bearing serial number 680291 (including Unit 5 tooling) and one Nordco Spike Driver Model CX, bearing serial number 410567 (including cab enclosure, jackstands and bulk loader)

NOW, THEREFORE, Assignor and Assignees intending to be legally bound, agree as follows:


1. Assignor assigns, transfers and sets over to Assignees all of Assignor's right, title, interest, powers and privileges under the Lease.

3. Assignees accept the assignment and agrees to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Assignor under the Lease, accruing from and after the date hereof.

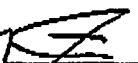
4. This Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized officer as of the date first written above.


Wisconsin & Southern Railroad Co.  
as Assignor (for itself and as  
successor by merger to Northern Rail Car  
Leasing, Inc.),

By:   
Name: Matt McKenzie  
Title: SVP


Wisconsin & Southern Railroad, L.L.C.  
as Assignee

By:   
Name: Matt McKenzie  
Title: SVP

Watco Companies, LLC

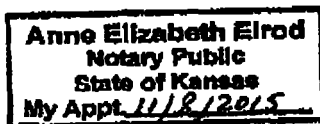
By:   
Name: Matt McKenzie  
Title: SVP

Watco Transportation Services, L.L.C.

By:   
Name: Matt McKenzie  
Title: SVP

State of KANSAS )  
 ) ss.  
County of CRAWFORD )

On this 20 day of January, 2012 before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SVP on behalf of Wisconsin & Southern Railroad Co., and acknowledged to me that the corporation executed it.



Anne Elizabeth Elrod  
Notary Public for State of KS  
My Commission expires 11/8/2015

State of KANSAS

)

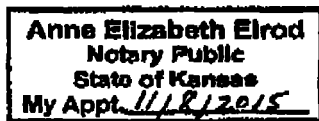
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ss.

County of CRAWFORD

)

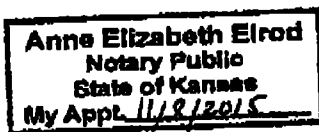
On this 20 day of January, 2012 before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SVP on behalf of Wisconsin & Southern Railroad Co., and acknowledged to me that the corporation executed it.



Anne Elizabeth Elrod  
Notary Public for State of KS  
My Commission expires 11/8/2015

State of KANSAS )  
 )  
County of CRAWFORD ) ss.

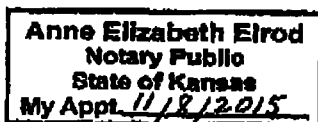
On this 20 day of January, 2012 before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SVP on behalf of Watco Companies, LLC, and acknowledged to me that the corporation executed it.



Anne Elizabeth Elrod  
Notary Public for State of KS.  
My Commission expires 11/8/2015

State of KANSAS )  
 ) ss.  
County of CRAWFORD )

On this 20 day of January, 2012 before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SVP on behalf of Watco Transportation Services, L.L.C., and acknowledged to me that the corporation executed it.



Anne Elizabeth Elrod  
Notary Public for State of KS  
My Commission expires 11/8/2015